

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION**

ROSETTA STONE LTD.,	)
	)
Plaintiff,	)
	)
vs.	)
	)
GOOGLE INC.,	)
	)
Defendant.	)
	)

**Case No. 1:09-cv-00736 (GBL/TCB)**

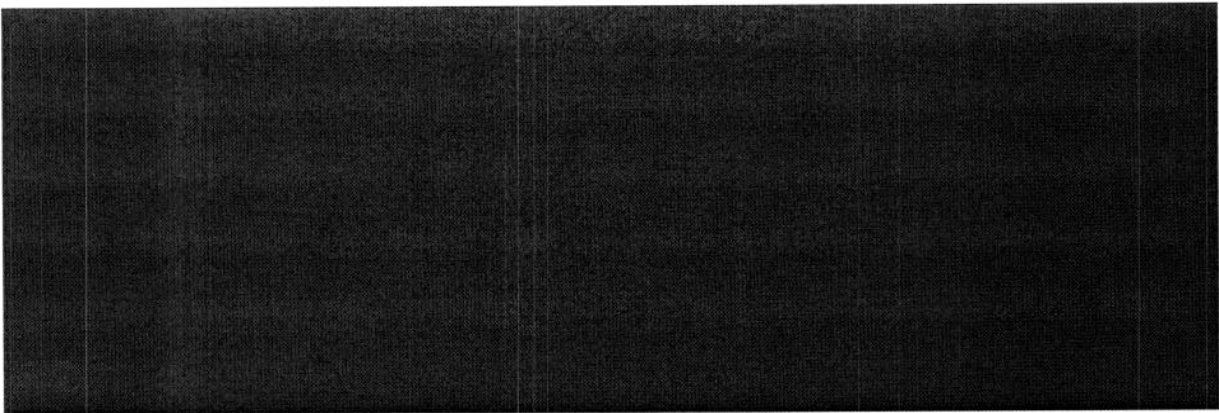
**DECLARATION OF JASON CALHOUN IN SUPPORT OF ROSETTA STONE LTD'S  
MOTION FOR PARTIAL SUMMARY JUDGMENT AS TO LIABILITY**

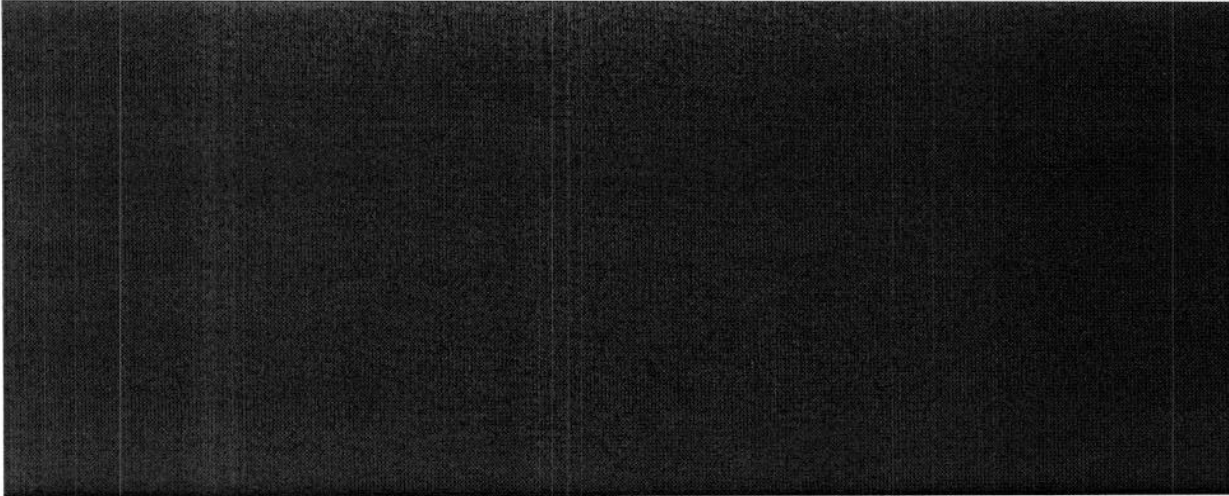
**FILED IN PART UNDER SEAL**


I, Jason Calhoun, declare and state as follows:

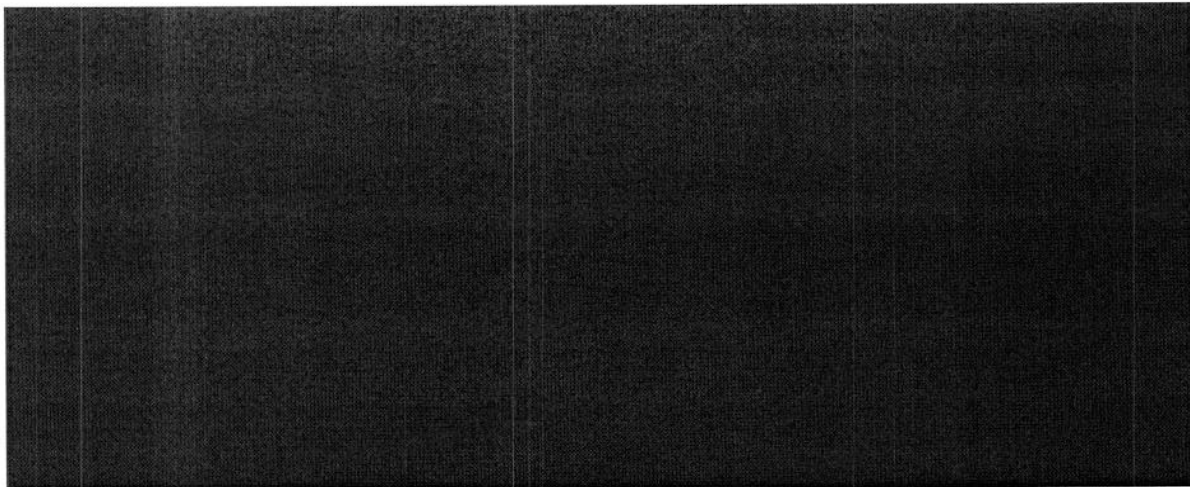
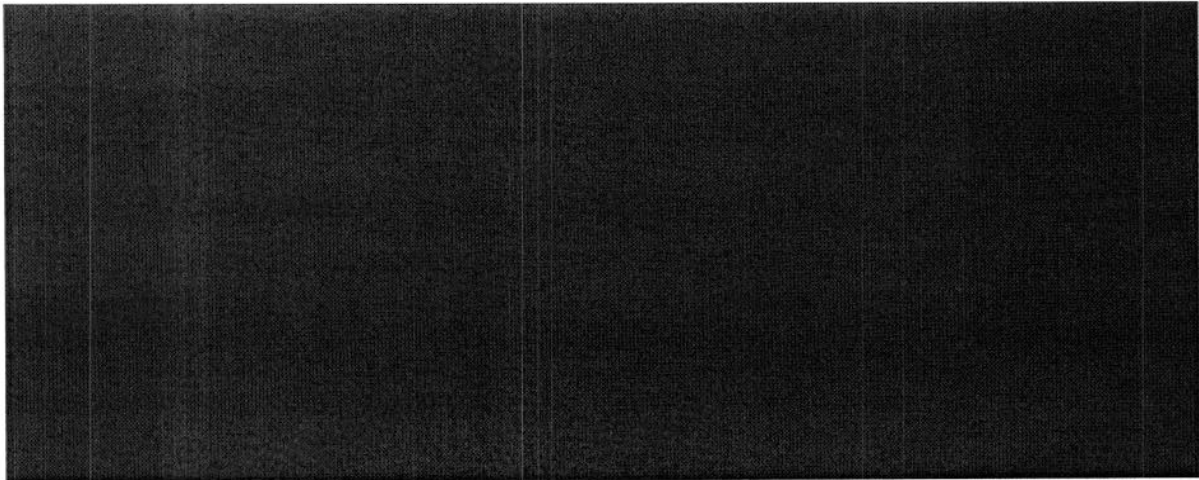
1. I am the Enforcement Manager of Rosetta Stone Ltd. ("Rosetta Stone" or the "Company") and have served in this role since July 2008. In this capacity, I manage Rosetta Stone's anti-piracy and anti-fraud programs, which are designed to protect the Company's intellectual property. I make this Declaration based on my own personal knowledge, and if called upon to do so, I could and would testify competently thereto.

2. Sellers of illegal pirated and counterfeit Rosetta Stone language-learning software routinely advertise on Google's search-results pages through Google's AdWords program. Without authorization from Rosetta Stone, these pirates and counterfeiters bid on Rosetta Stone's trademarks through Google's AdWords auction in order to have their paid advertisements, also known as "Sponsored Links," appear when a consumer types "Rosetta Stone" or some variation thereof as a search term. The ad text and URLs for these Sponsored Links often contain the phrase "Rosetta Stone" or a variation of one of Rosetta Stone's trademarks. Moreover, the landing pages for these Sponsored Links frequently mirror Rosetta Stone's own web page, copying verbatim or emulating Rosetta Stone's banners and trade dress. I know that products sold through pirate/counterfeit Sponsored Link advertisements are counterfeit as customers have forwarded products purchased from these companies to Rosetta Stone.

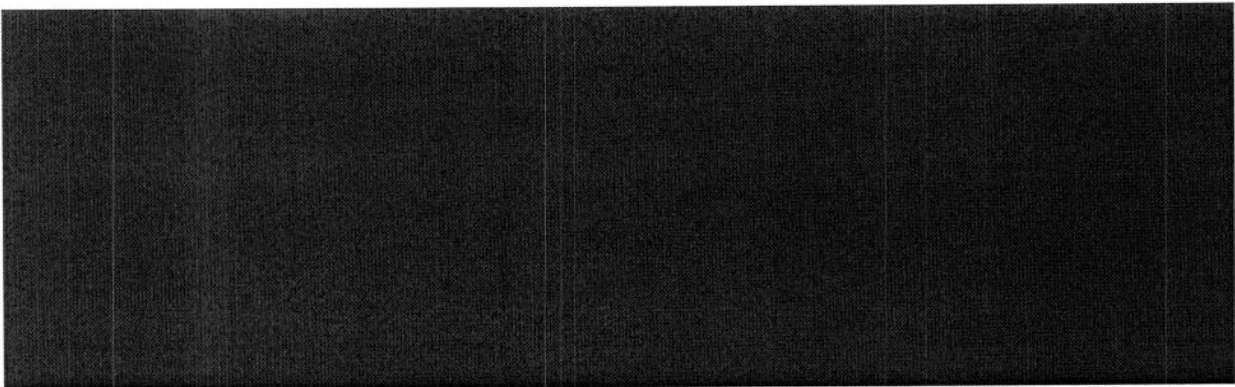
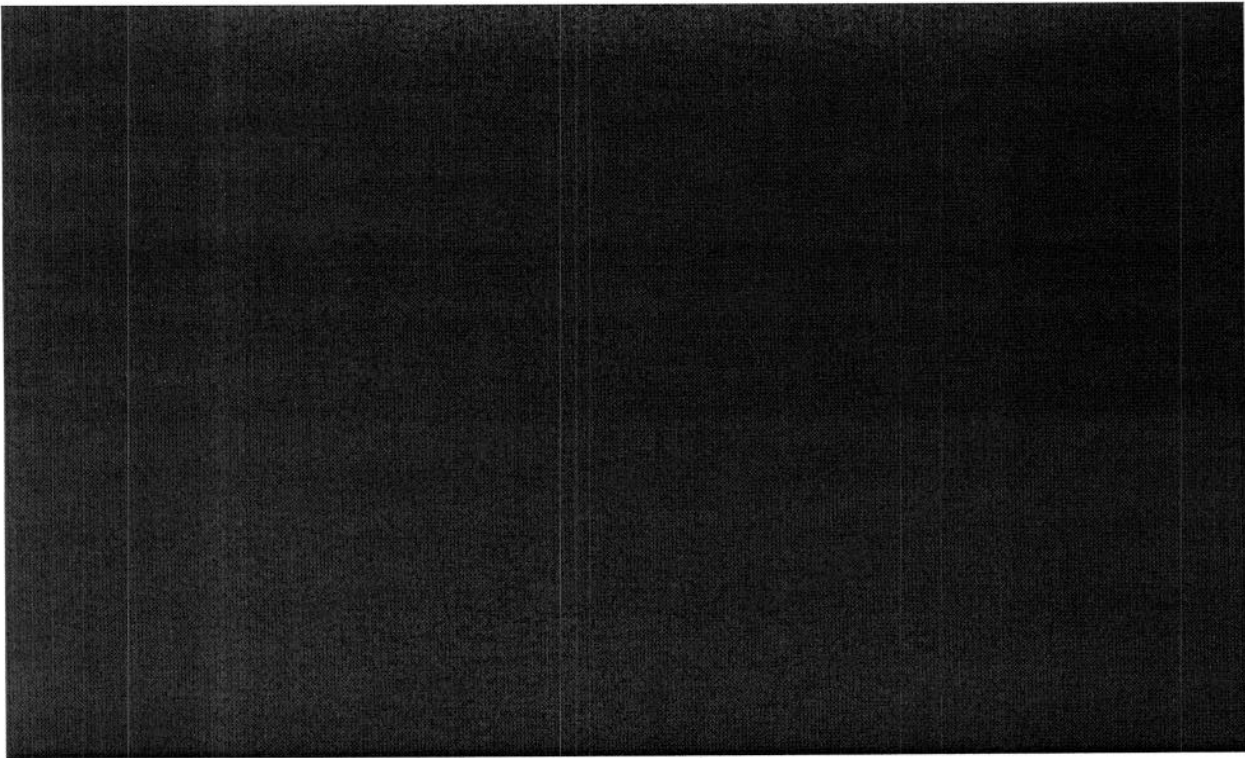




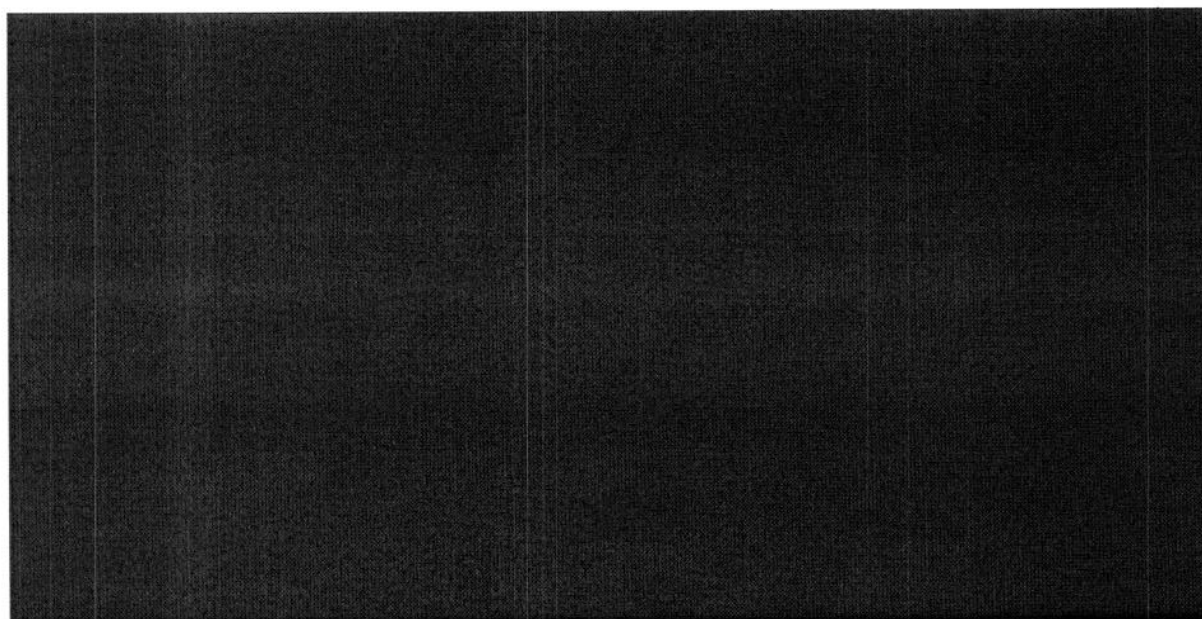
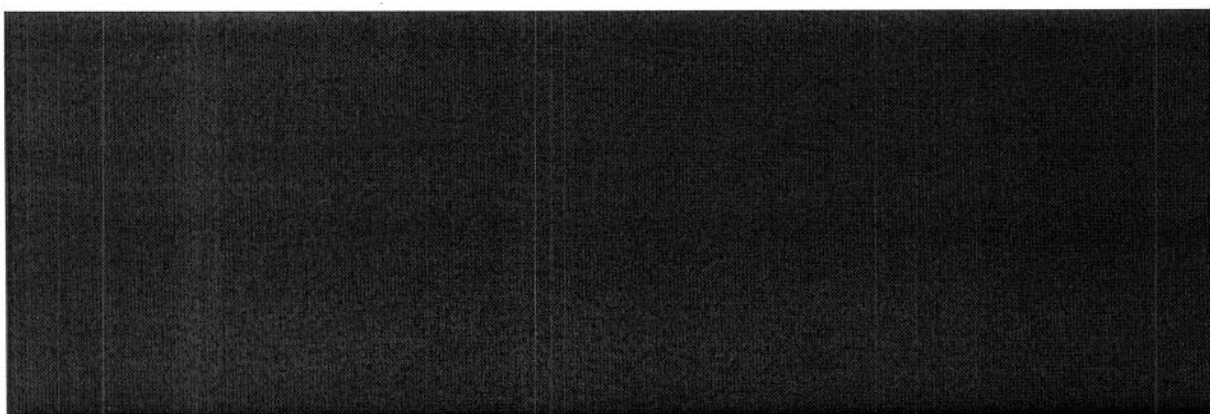
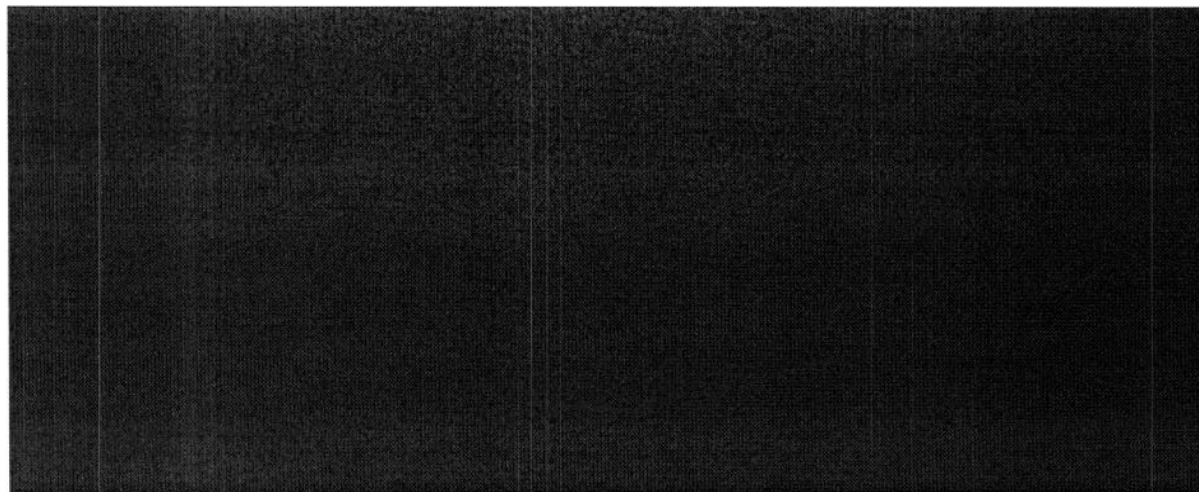
4. In or about August 2009, paid advertisements for pirated and counterfeit Rosetta Stone software increased markedly on Google's search-results pages. 

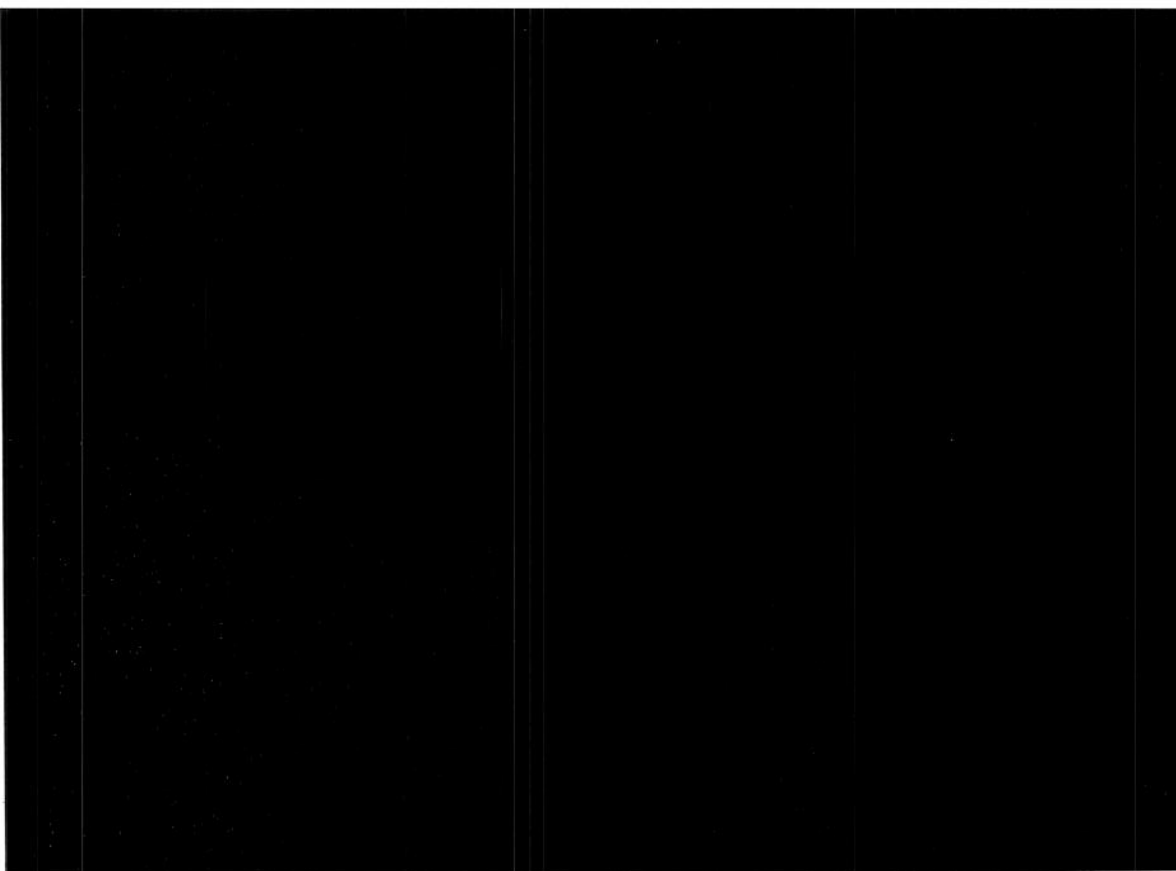


[REDACTED] Attached hereto as Exhibit D are true and correct copies of screenshots of the Google search-results pages displaying, and/or the landing pages relating to, the Google Sponsored Links that Rosetta Stone reported to Google as offering pirated or counterfeit Rosetta Stone software between September 3, 2009 and March 1, 2010. Each screenshot within Exhibit D has been marked with a footer reflecting the screenshot's file name, which typically includes the date the screenshot was captured by Rosetta Stone and/or the domain name of the screenshot.



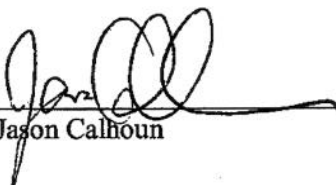






I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on March 26, 2010, at Harrisonburg, Virginia.

  
Jason Calhoun

**CERTIFICATE OF SERVICE**

I hereby certify that on March 26, 2010, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which shall send notification of such filing (NEF) to the following:

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Fairfax, VA 22031  
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*Counsel for Defendant, Google Inc.*

Respectfully submitted,

March 26, 2010

Date

/s/

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